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*Proposed Counsel to the Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

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In re:	)	
	)	Chapter 11
	)	
CENGAGE LEARNING, INC., <i>et al.</i> ,	)	Case No. 13-44105 (ESS)
	)	Case No. 13-44106 (ESS)
	)	Case No. 13-44107 (ESS)
	)	Case No. 13-44108 (ESS)
	)	
Debtors.	)	(Joint Administration Requested)
	)	

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**NOTICE OF FIRST DAY AGENDA  
OF MATTERS SCHEDULED FOR HEARING ON JULY 3, 2013**

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Date and Time of Hearing: July 3, 2013 at 9:30 a.m. (Prevailing Eastern Time)

Location of Hearing: Honorable Elizabeth S. Stong  
United States Bankruptcy Court for the Eastern District of New York  
271 Cadman Plaza East  
Courtroom 2554  
Brooklyn, New York 11201-1800

Copies of Motions: A copy of each pleading can be viewed on the Court's website at <http://www.nyeb.uscourts.gov/> and at the website of the Debtors' proposed notice and claims agent, Donlin, Recano & Company, Inc. ("*Donlin Recano*") at <http://www.cengagecaseinfo.com>.

## **I. FIRST DAY MATTERS**

### **A. Introduction**

1. **"First Day Declaration"** — Declaration of Dean D. Durbin, Chief Financial Officer, in Support of Chapter 11 Petitions and First Day Motions [Docket No. 15]
2. **"Joint Administration Motion"** — Debtors' Motion for Entry of an Order Directing Joint Administration of Their Related Chapter 11 Cases [Docket No. 2]

### **B. Financial Motions**

3. **"Cash Collateral Motion"** — Debtors' Motion for Interim and Final Orders (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Scheduling a Final Hearing [Docket No. 7]

### **Related Documents**

- A. Declaration of William C. Kosturos in Support of Debtors' Motion for Interim and Final Orders (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Scheduling a Final Hearing [Docket No. \_\_]
4. **"Cash Management Motion"** — Debtors' Motion for Entry of an Order (I) Authorizing (A) Continued Use of Existing Cash Management System, (B) Maintenance of Existing Bank Accounts, (C) Continued Use of Existing Business Forms, and (D) Continued Use of Existing Investment Practices; and (II) (A) Granting Superpriority Administrative Expense Status to Postpetition Intercompany Claims, and (B) Authorizing Continued Performance Under Certain Intercompany Arrangements and Historical Practices [Docket No. 13]

### **C. Operational Matters**

5. **"Employee Wages and Benefits Motion"** — Debtors' Motion for Entry of Interim and Final Orders Authorizing, but Not Directing, Payments of Prepetition (I) Wages, Salaries, and Other Compensation; (II) Reimbursable Employee Expenses; and (III) Employee Medical and Similar Benefits [Docket No. 9]

6. **“Customer Programs Motion”** — Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Debtors to Continue to Honor Obligations to Customers in the Ordinary Course of Business and Honor Certain Prepetition Obligations Arising from Customer Programs and Practices [Docket No. 6]
7. **“Taxes and Fees Motion”** — Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Payments of Certain Prepetition Taxes and Fees [Docket No. 10]
8. **“Shippers and Lienholders Motion”** — Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing, but Not Directing, the Debtors to Pay Certain Prepetition Claims of Shippers, Warehousemen, and Lien Claimants and (II) Granting Administrative Expense Priority to All Undisputed Obligations for Goods Ordered Prepetition and Delivered Postpetition and Authorizing the Debtors to Satisfy Such Obligations in the Ordinary Course of Business [Docket No. 3]

**D. Procedural Motions**

9. **“NOL Preservation Motion”** — Debtors’ Motion for Entry of Interim and Final Orders Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities and for Related Relief [Docket No. 11]
10. **“Schedules and Statements Extension/Creditor Matrix Motion”** — Debtors’ Motion for Entry of an Order (I) Granting Additional Time Within Which to File Schedules and Statements and (II) Authorizing Debtors to Mail Initial Notices and File Consolidated List of Creditors (Without Claim Amounts) in Lieu of a Matrix [Docket No. 5]
11. **“Claims Agent Retention Application”** — Debtors’ Application for the Entry of an Order Authorizing the Employment and Retention of Donlin, Recano & Company, Inc. as Notice and Claims Agent *Nunc Pro Tunc* to the Petition Date [Docket No. 8]

**II. Second Day Matters**

1. **“Author and Content Sources Motion”** — Debtors’ Motion for Entry of an Order Authorizing Debtors to Pay Certain Prepetition Claims of Authors and Content Sources and Procedures Related Thereto [Docket No. 12]
2. **“Utilities Motion”** — Debtors’ Motion for Entry of an Order Determining Adequate Assurance of Payment for Future Utility Services [Docket No. 14]

3. **“Insurance Motion”** — Debtors’ Motion for Entry of an Order Authorizing the Debtors to Continue Their Insurance Programs, Surety Bonds, and Related Practices [Docket No. 4]

Brooklyn, New York

Dated: July 2, 2013

/s/ Jonathan S. Henes

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